

AMENDMENT TO TRANSFER AGREEMENT

December 15, 1976

First Security Bank of Utah,
National Association, not in
its individual capacity but
solely as Agent
79 South Main Street
Salt Lake City, Utah 84111

RECORDATION NO. *8275-B* Filed & Recorded

JAN 17 1977 - 9 21 AM

~~INTERSTATE COMMERCE COMMISSION~~

Gentlemen:

We have entered into a Transfer Agreement dated February 1, 1976 (hereinafter called the Transfer Agreement) which was filed and recorded with the Interstate Commerce Commission on April 6, 1976, at 2:55 P. M., and assigned Recordation No. 8275-B. Attached thereto as Annex I was a description and road numbers of the equipment to be reconstructed. It is now desired to amend Annex I of the Transfer Agreement to release from the terms and provisions of the Transfer Agreement the following equipment:

<u>Quantity</u>	<u>Description</u>	<u>L&N Road Numbers</u>
7	70-ton open top hopper cars	73667, 74232, 74788, 150665, 152594, 154394, 155138
1	80-ton open top hopper car	187521
1	100-ton open top hopper car	191342
1	70-ton covered hopper car	38056
2	100-ton covered hopper cars	200026, 240056
2	50-ton box cars	98345, 98498

and to substitute therefor the following equipment:

<u>Quantity</u>	<u>Description</u>	<u>L&N Road Numbers</u>
7	70-ton open top hopper cars	73760, 74022, 74951, 150676, 152637, 154696, 155297
1	80-ton open top hopper car	188620
1	100-ton open top hopper car	191601
1	70-ton covered hopper car	38092
2	100-ton covered hopper cars	200087, 240315
2	50-ton box cars	98273, 98496

Except as amended hereby, the Transfer Agreement remains unaltered and in full force and effect.

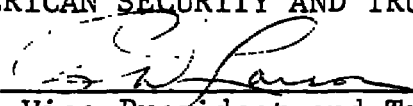
This Amendment may be executed in any number of counterparts, which together shall constitute but one instrument.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as of the date hereof.

Very truly yours,

AMERICAN SECURITY AND TRUST COMPANY, N. A.,
as Trustee

By


Vice President and Trust Officer

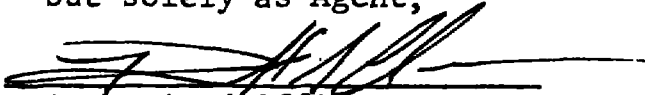
(Corporate Seal)

Attest:


Authorized Officer

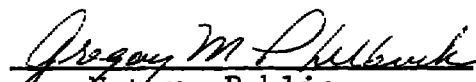
ACCEPTED:

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, not
in its individual capacity
but solely as Agent,


Authorized Officer

DISTRICT OF COLUMBIA) SS:

On this 13th day of January, 1977, before me
personally appeared R. D. LARSON, to me personally
known, who, being by me duly sworn, says that he is
A VICE PRESIDENT of AMERICAN SECURITY
AND TRUST COMPANY, N. A., that one of the seals affixed
to the foregoing instrument is the corporate seal of said
association, that said instrument was signed and sealed on
behalf of said association by authority of its Board of
Directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
association.


Notary Public

My Commission expires 6-30-81.

(NOTARIAL SEAL)